

Date: July 3, 2019

To,

Sheela Foam Limited
C-55, Preet Vihar
New Delhi- 110092
India

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Mumbai-400 001

The Managing Director
National Stock Exchange of India
Limited
Exchange Plaza,
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir / Madam

Sub: Disclosure of change in shareholding under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”).

In compliance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Regulations**”), we are hereby notifying the information regarding the transmission of shares from the joint holding to individual name due to demise of joint holder.

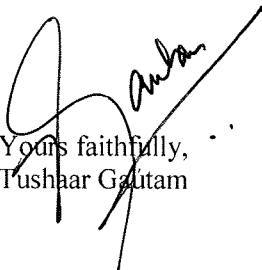
Enclosed is the report in the format as prescribed by SEBI. The above is for your information and records.

DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

| | | | |
|---|--|--|--|
| 1. Name of the Target Company (TC) | Sheela Foam Limited (the “Company”) | | |
| 2. Name(s) of the Seller acquirer and Persons Acting in Concert (PAC) with the acquirer | Tushaar Gautam (“Acquirer”) | | |
| 3. Whether the Seller acquirer belongs to Promoter/Promoter group | Promoter | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”) | | |
| 5. Details of the acquisition/ disposal-as follows | Number | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC (*) |
| Before the acquisition Sale under consideration, holding of: | | | |
| a) Shares carrying voting rights | 5,24,434 | 1.07% | NA |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | NA | NA | NA |
| c) Voting rights (VR) otherwise than by equity shares | NA | NA | NA |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | NA | NA | NA |
| Total (a+b+c+d) | 5,24,434 | 1.07% | NA |
| Details of acquisition/ sale of shares held by the Seller | | | |
| a) Shares carrying voting rights | 1,75,61,880 | 36.00% | NA |
| b) VRs acquired/ sold otherwise than by equity shares | NA | NA | NA |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold | NA | NA | NA |

| | | | |
|---|--|---------------|-----------|
| d) Shares encumbered/ invoked/released by the acquirer | NA | NA | NA |
| Total (a+b+c+d) | 1,75,61,880 | 36.00% | NA |
| After the acquisition/ sale, holding of the Seller: | | | |
| a) Shares carrying voting rights | 1,80,86,314 | 37.07 | NA |
| b) Shares encumbered with the acquirer | NA | NA | NA |
| c) VRs otherwise than by equity shares | NA | NA | NA |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | NA | NA | NA |
| Total (a+b+c+d) | 1,80,86,314 | 37.07% | NA |
| 6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer, etc.) | Transmission to individual name due to demise of Joint holder (Mrs. Sheela Gautam) | | |
| 7. Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable | June 28, 2019 | | |
| 8. Equity share capital / total voting capital of the TC before the said acquisition/ sale | Number of Shares: 4,87,82,808 Amount (in Rs.): Rs. 24,39,14,040/- (Face value of Rs. 5/- per equity share) | | |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition/sale | Number of Shares: 4,87,82,808 Amount (in Rs.): Rs. 24,39,14,040/- (Face value of Rs. 5/- per equity share) | | |
| 10. Total diluted share/voting capital of the TC after the said acquisition/ sale | NA | | |

Thanking You,


Yours faithfully,
Tushaar Gautam